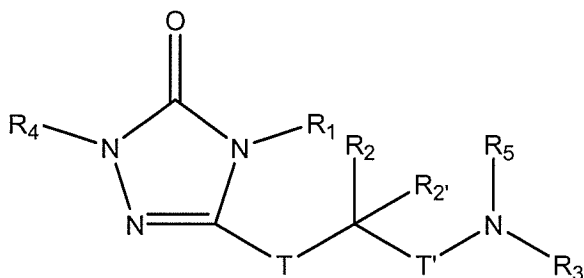


AMENDMENTS TO THE CLAIMS:

This listing of claims will replace all prior versions and listings of claims in the application:

1. (Currently Amended) A compound selected from the group represented by Formula I:



Formula I

wherein:

T and T' are each independently a covalent bond or ~~optionally substituted lower alkylene~~;

R₁ is chosen from ~~optionally substituted aralkyl and optionally substituted heteroaralkyl~~ benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, and dimethoxybenzyl;

R₂ and R_{2'} are independently chosen from hydrogen[,], and ~~optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted~~

~~heteroaryl, and optionally substituted heteroaralkyl; or R₂ and R₂ taken together form an optionally substituted 3- to 7-membered ring;~~

~~R₃ is chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, -C(O)-R₆, and -S(O)₂-R_{6a};~~

~~R₄ is independently chosen from hydrogen, optionally substituted alkyl, carboxyalkyl, aminocarbonyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted heterocyclyl and optionally substituted heteroaryl;~~

~~R₅ is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaralkyl-, and optionally substituted heterocyclyl-; and~~

~~or R₅ taken together with R₃, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, selected from N, O, and S in the heterocycle ring;~~

~~or R₅ taken together with R₂ form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, selected from N, O, and S in the heterocycle ring;~~

~~R₆ is chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, R₇O- and R₄₁-NH-;~~

~~R_{6a} is chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, and R₄₁-NH-;~~

~~R₇ is chosen from optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl; and~~

~~R₁₄ is chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl;~~

and or pharmaceutically acceptable salts or mixtures thereof.

2. (Currently Amended) The compound of Claim 1 comprising one or more of the following:

~~T and T' are absent;~~

~~R₁ is selected from optionally substituted benzyl and optionally substituted naphthylmethyl;~~

R₂ is optionally substituted C₁-C₄ alkyl;

R_{2'} is hydrogen or optionally substituted C₁-C₄ alkyl;

R₄ is hydrogen, optionally substituted alkyl, optionally substituted aralkyl, optionally substituted aryl, ~~carbonyl~~, heteroaryl, or optionally substituted heterocyclyl;

R₃ is -C(O)R₆ ~~or -SO₂R_{6a}~~;

R₆ is selected from optionally substituted C₁-C₈ alkyl, optionally substituted aryl-C₁-C₄-alkyl-, optionally substituted heteroaryl-C₁-C₄-alkyl-, optionally substituted heteroaryl, and optionally substituted aryl, ~~R₇O- and R₁₄-NH-~~;

~~R_{6a} is chosen from phenyl substituted with halo, C₁-C₄ alkyl, C₁-C₄ alkoxy, cyano, nitro, methylenedioxy, or trifluoromethyl and naphthyl;~~

~~R₇ is chosen from optionally substituted C₁-C₈ alkyl and optionally substituted aryl;~~

~~R₁₄ is chosen from hydrogen, optionally substituted C₁-C₈ alkyl and optionally substituted aryl; and~~

R₅ is chosen from optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, and optionally substituted heteroaralkyl.

3. (Currently Amended) The compound of Claim 2 comprising one or more of the following:

~~R₄ is chosen from benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, and dimethoxybenzyl;~~

R_{2'} is hydrogen;

R₂ is optionally substituted C₁-C₄ alkyl;

R₄ is methyl, ethyl, propyl, phenyl, halophenyl-, methylphenyl-, methoxyphenyl-, cyanophenyl-, trifluoromethylphenyl-, dihalophenyl-, pyridinyl, or benzyl;

~~R₃ is -C(O)R₆;~~

R₆ is C₁-C₈ alkyl, optionally substituted aryl-C₁-C₄-alkyl-, optionally substituted heteroaryl-C₁-C₄-alkyl-, optionally substituted heteroaryl, and optionally substituted aryl; and

R₅ is selected from optionally substituted alkyl, ~~optionally substituted cyclohexyl;~~ phenyl substituted with hydroxy, halogen, lower alkoxy or lower alkyl; benzyl; heteroarylmethyl; heteroarylethyl; and heteroarylpropyl.

4. (Currently Amended) The compound of Claim 3 comprising one or more of the following:

~~R₄ is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;~~

R₂ is chosen from methyl, ethyl, propyl, butyl, methylthioethyl, methylthiomethyl, aminobutyl, (CBZ)aminobutyl, cyclohexylmethyl, benzyloxymethyl, methylsulfinylethyl, methylsulfinylmethyl, and hydroxymethyl;

R_{2'} is hydrogen;

R₄ is phenyl, halophenyl-, methylphenyl-, methoxyphenyl-, cyanophenyl-, trifluoromethylphenyl-, or dihalophenyl-;

R₆ is tolyl, halophenyl, methylhalophenyl, hydroxymethylphenyl, methylenedioxyphenyl, formylphenyl, halo(trifluoromethyl)phenyl-, or cyanophenyl; and

R₅ is aminopropyl-; pyrrolidinylmethyl-; or piperidinylmethyl-.

5. (Original) The compound of Claim 1 comprising one or more of the following:

R₁ is benzyl;

R₂ is hydrogen; and

R₂ is ethyl or propyl.

6. (Previously amended) The compound of Claim 5 wherein R₂ is i-propyl.

7. (Currently Amended) The compound of Claim 1 comprising one or more of the following:

~~T and T' are absent;~~

~~R₄ is selected from optionally substituted benzyl and optionally substituted naphthylmethyl;~~

R₂ is optionally substituted C₁-C₄ alkyl;

R₂ is hydrogen or optionally substituted C₁-C₄ alkyl;

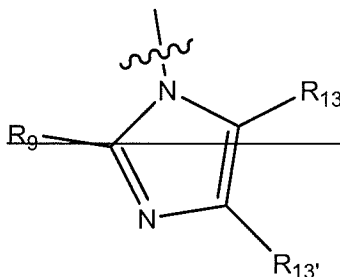
R₄ is hydrogen, optionally substituted alkyl, optionally substituted aralkyl, optionally substituted aryl, ~~carbonyl~~, heteroaryl, or optionally substituted heterocyclyl; and

R₆ is selected from optionally substituted C₁-C₈ alkyl, optionally substituted aryl-C₁-C₄-alkyl-, optionally substituted heteroaryl-C₁-C₄-alkyl-, optionally substituted heteroaryl, and optionally substituted aryl-, ~~R₇O- and R₄₄NH-~~;

~~R₇ is chosen from optionally substituted C₁-C₈ alkyl and optionally substituted aryl;~~

~~R₁₄ is chosen from hydrogen, optionally substituted C₁-C₈ alkyl and optionally substituted aryl; and~~

~~R₃ taken together with R₅ and the nitrogen to which they are bound, forms an optionally substituted imidazoliny ring of the formula:~~



wherein

~~R₉ is chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted aralkoxy, optionally substituted heteroaralkoxy, and optionally substituted heteroaryl; and~~

~~R₁₃ and R_{13'} are independently hydrogen, optionally substituted alkyl, optionally substituted aryl, or optionally substituted aralkyl.~~

8. (Currently Amended) The compound of Claim 7 comprising one or more of the following:

~~R₁ is chosen from benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, and dimethoxybenzyl;~~

R_{2'} is hydrogen;

R₂ is optionally substituted C₁-C₄ alkyl;

R₄ is methyl, ethyl, propyl, phenyl, halophenyl-, methylphenyl-, methoxyphenyl-, cyanophenyl-, trifluoromethylphenyl-, dihalophenyl-, pyridinyl, or benzyl; and

R₆ is C₁-C₈ alkyl, optionally substituted aryl-C₁-C₄-alkyl-, optionally substituted heteroaryl-C₁-C₄-alkyl-, optionally substituted heteroaryl, and optionally substituted aryl; and

~~R₉ is aryl, substituted aryl, aralkyl, heteroaryl, substituted heteroaryl, heteroaralkyl, aralkoxy, heteroaralkoxy, substituted aralkyl, substituted heteroaralkyl, substituted aralkoxy, or substituted heteroaralkoxy.~~

9. (Currently Amended) The compound of Claim 1 comprising one or more of the following:

~~T and T' are absent;~~

~~R₁ is selected from optionally substituted benzyl[[,]] and optionally substituted naphthylmethyl;~~

R₂ is optionally substituted C₁-C₄ alkyl;

R_{2'} is hydrogen or optionally substituted C₁-C₄ alkyl;

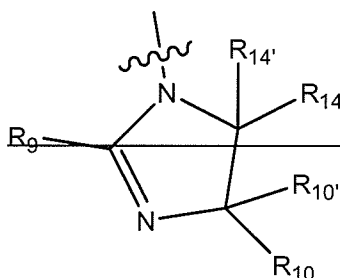
R₄ is hydrogen, optionally substituted alkyl, optionally substituted aralkyl, optionally substituted aryl, ~~carbaryl~~, heteroaryl, or optionally substituted heterocyclyl; and

R₆ is selected from optionally substituted C₁-C₈ alkyl, optionally substituted aryl-C₁-C₄-alkyl-, optionally substituted heteroaryl-C₁-C₄-alkyl-, optionally substituted heteroaryl, and optionally substituted aryl, ~~R₇O- and R₁₄-NH-~~;

~~R₇ is chosen from optionally substituted C₁-C₈ alkyl and optionally substituted aryl;~~

~~R₁₄ is chosen from hydrogen, optionally substituted C₁-C₈ alkyl and optionally substituted aryl; and~~

~~R₃ taken together with R₅ and the nitrogen to which they are bound, forms an optionally substituted imidazoliny ring of the formula:~~



wherein,

~~R₉ is chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, optionally substituted aralkoxy, or optionally substituted heteroaralkoxy; and~~

~~R₁₀, R_{10'}, R₁₄, and R_{14'} are independently chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, and optionally substituted aralkyl.~~

10. (Currently Amended) The compound of Claim 9 comprising one or more of the following:

~~R₄ is chosen from benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, and dimethoxybenzyl;~~

R₂ is hydrogen;

R₂ is optionally substituted C₁-C₄ alkyl;

R₄ is methyl, ethyl, propyl, phenyl, halophenyl-, methylphenyl-, methoxyphenyl-, cyanophenyl-, trifluoromethylphenyl-, dihalophenyl-, pyridinyl, or benzyl; and

R₆ is C₁-C₈ alkyl, optionally substituted aryl-C₁-C₄-alkyl-, optionally substituted heteroaryl-C₁-C₄-alkyl-, optionally substituted heteroaryl, and optionally substituted aryl;

~~R₉ is aryl, substituted aryl, aralkyl, heteroaryl, substituted heteroaryl, heteroaralkyl, aralkoxy, heteroaralkoxy, substituted aralkyl, substituted heteroaralkyl, substituted aralkoxy, or substituted heteroaralkoxy;~~

~~R₁₀ is hydrogen or optionally substituted lower alkyl; and~~

~~R₁₀ is hydrogen or optionally substituted lower alkyl.~~

11. (Original) The compound of Claim 1 wherein the stereogenic center to which R₂ and R₂' is attached is of the R configuration.

12. (Cancelled)

13. (Currently Amended) The compound of Claim 1 wherein

~~T and T' are absent;~~

~~R₁ is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;~~

R₂ is optionally substituted C₁-C₄ alkyl;

R₂' is hydrogen;

R₄ is phenyl, halophenyl-, methylphenyl-, methoxyphenyl-, cyanophenyl-, trifluoromethylphenyl-, or dihalophenyl-;

~~R₃ is C(O)R₆;~~

R₅ is selected from optionally substituted alkyl, ~~optionally substituted cyclohexyl;~~ phenyl substituted with hydroxyl, halogen, lower alkoxy or lower alkyl; benzyl; heteroarylmethyl; heteroarylethyl; and heteroarylpropyl; and

R₆ is tolyl, halophenyl, methylhalophenyl, hydroxymethylphenyl, methylenedioxyphenyl, formylphenyl, halo(trifluoromethyl)phenyl-, or cyanophenyl.

14-16. (Cancelled)

17. (Previously amended) A pharmaceutical composition comprising a pharmaceutical excipient and a therapeutically effective amount of a compound of Claim 1.

18-21. (Cancelled)